

Hearing Date: January 22, 2008  
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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**DEBTORS' STATEMENT OF DISPUTED ISSUES WITH  
RESPECT TO PROOF OF CLAIM NUMBER 11284  
(SCHRADER BRIDGEPORT INTERNATIONAL INC.)**

("STATEMENT OF DISPUTED ISSUES –SCHRADER")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Statement Of Disputed Issues (the "Statement Of Disputed Issues") With Respect To Proof Of Claim Number 11284 filed by Schrader Bridgeport International, Inc. ("Schrader") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

2. On August 4, 2006, Schrader filed proof of claim number 11284 (the "Proof of Claim") against DAS LLC. The Proof of Claim asserts an unsecured non-priority claim in the amount of \$114,112.12 for the sale of goods (the "Claim").

3. On December 21, 2007, the Debtors objected to the Proof of Claim pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant to 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate or Amended Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, and Claims Subject To Modification Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

4. On January 18, 2008, Schrader filed Schrader-Bridgeport International, Inc's Objection to Debtors' Twenty Fourth Omnibus Objection to Claim No. 11284 (Docket No. 12268) (the "Response").

Disputed Issues

A. DAS LLC Does Not Owe Claimant The Amount Asserted In the Proof of Claim

5. Schrader asserts in the Proof of Claim that DAS LLC owes Schrader a total of \$114,112.12 for goods sold. DAS LLC has reviewed the information attached to the Proof of Claim and the Response and disputes that it owes the amount asserted in the Proof of Claim.

6. Based upon Delphi's various accounts payable records, nearly all of the invoices reflected in the Proof of Claim have been paid. Therefore, \$106,745.77 should be subtracted from the amount asserted in the Proof of Claim.

7. Furthermore, the prices detailed on Schrader's invoices are higher than the contractual pricing contained in the applicable purchase orders. Because the purchase orders reflect the contractual pricing, an additional \$3,480.00 should be subtracted from the amount asserted in the Proof of Claim.

8. After taking into account the above-referenced deductions to the Proof of Claim, the Debtors reconciled the Proof of Claim is illustrated in the following chart:

<u>Claimant's Asserted Amount</u>		\$114,112.12
<u>Modifications</u>	Paid Invoices	\$106,745.77
	Price Discrepancies	\$3,480.00
<u>Reconciled Amount</u>		\$3,886.35

9. DAS LLC does not dispute the remaining \$3,886.35 of the Claim and requests that the Claim be reduced to a general unsecured non-priority claim against DAS LLC in an amount not to exceed \$3,886.35.

Reservation Of Rights

10. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim(s) and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim(s).

WHEREFORE the Debtors respectfully request that this Court enter an order (a) reducing the Proof of Claim to a general unsecured non-priority claim against DAS LLC in an amount not to exceed \$3,886.35, and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 12, 2008

DELPHI CORPORATION, *et al.*  
By their attorneys,  
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By:

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